

Stonycreek Valley Development Corporation

Board of Directors Meeting

Date: December 8, 2023

Directors in attendance: Joe Piccini, Jeff Haynes, Shelley Glessner, Brad Meneilly, Derrick St. Clair, Marcia Rogish, Jeff Blough, Randy Weaver VIA ZOOM: Larry Rosage, Stacy Reid

Directors absent: none

Guests: D. Dively, L. & L. DelSignore, T. Koppenhofer, P. Mishko, P. & J. Picoulas, C. Weaver
Guests via Zoom: Roxann & Bob, Eileen & Guy Granata, #3855, Bill Blackburn, Jen's iPhone, Kay, P. Gitnik, Kathe Kane, John Trapasso, Theresa Saltarelli, Chrissy Coleman, Debbie, B. Meneilly, Geoff Leah, Stan & Denise, Jack Hershberger, Nancy DelSignore, Julie Fisher, Jackie Piccini

The meeting was called to order by J. Piccini 6:00pm

Additions to the agenda were called for: none

Joe informed the Board that Clem Wandrisco from Henderson Brothers Ins. would be joining the meeting (via zoom) at 6:15 to discuss the D & O Insurance quote.

The November 2022 Board meeting minutes were reviewed. S. Glessner made a motion to approve the minutes; seconded by M. Rogish; all were in favor; minutes approved

L. Rosage presented the Financial Report. M. Rogish made a motion to approve; seconded by R. Weaver; all were in favor; report approved.

Joe went over the old business list. An updated list will be sent with these minutes.

J. Haynes gave an update on the downstream valve.

Brad gave an update on the lawsuit. He stated that the depositions for Mr. Cavanaugh and Mr. Jenkins were taken on November 18th. Brad said that the transcripts are not yet available and that the Board may want to consider releasing them to the members when they do become available.

Clem Henderson (via zoom) discussed the quote for the D & O Insurance. He explained that in addition to the SVDC's broker, they too extensively hit the market to try and find a carrier willing to issue a D & O policy to the SVDC. They were able to secure 1 quote from Ascot Ins. Clem stated that the quote is not the best i.e., very high premium with little coverage but it does allow some coverage for the Board. He proceeded to answer numerous questions from the Board

on the proposed policy. The policy options are a premium of \$35,000 with a retention of \$125,000 or a premium of \$27,500 with a retention of \$250,000. Additionally, this policy would not offer any coverage if the 3 plaintiffs from the existing lawsuit would sue the SVDC or any board member in the future. Brad also added that defense costs are outside the policy limits and are layered, with the first \$25,000 in defense costs self-insured, followed by a \$25,000 layer that is issued, anything over \$50,000 is again uninsured. So, in effect the SVDC would be paying \$35,000 to insure \$25,000 in defense costs between \$25,000 and \$50,000. The Board discussed the quote. No decision was made.

Joe informed the Board that Geoff Leah has resigned from the Board on the recommendation of his company due to the lawsuit and not having D & O coverage in place. Joe thanked Geoff for his service to the Board and community.

M. Rogish made a motion to nominated Dan Dively to fill the vacant seat on the Board; seconded by S. Glessner; Dan accepted the nomination. The Board discussed the motion, Dan's countersuit, and the future of the Board. Voting to approve the motion were M. Rogish, S. Glessner, L. Rosage, B. Meneilly and Joe Piccini; voting against were D. St.Clair, S. Reid, and R. Weaver; J. Haynes and J. Blough abstained; motion approved.

The Board discussed an offer from Cincinnati Ins. for D & O Employment Practices Liability tail coverage (Extended Reporting Period) that would cover any claims that may come up under the old policy. The coverage is good for 1 year at a cost of \$2426. B. Meneilly made a motion to purchase the coverage; seconded by M. Rogish; all were in favor; motion passed.

B. Meneilly made the following written motion;

Under the authority granted by Pennsylvania Nonprofit Corporation Act of 1988 and codified at 15 Pa.C.S; Subpart C, Nonprofit Corporations; Chapter 57, Section 5745.

In order to expedite an orderly transfer and put the SVDC's Corporate house in order in anticipation of multiple Board Member resignations

The Board is authorizing Expenses (including attorneys' fees) incurred by a Board Member; serving on or before 12/8/2022 (the vote on this motion), in defending any future action or proceeding initiated on or after 12/18/22, referred to in this Subchapter (Sections 5741-5750 "indemnification") will be paid by the SVDC, a Nonprofit Cooperative Corporation, in advance of the final disposition of any action or proceeding.

The motion was seconded by M. Rogish; the Board discussed the motion. D. St. Clair made a motion to table the motion; there was no second; Voting in favor of the motion were M. Rogish, B. Meneilly, S. Glessner, J. Blough, J. Haynes, and L. Rosage; voting against were D. St.Clair and R. Weaver; motion passed with a caveat that Attorney Leventry reviews it and gives his blessing.

Larry informed the Board that he will be meeting with Mr. Walker and Musser Eng. to discuss the dredging dump site.

J. Haynes stated that he will be resigning on December 17th unless the plaintiffs provide a legal document stating that they will not sue in the future.

L. Rosage also stated that he will be resigning on December 17th.

J. Piccini gave his thoughts on his 3 years as President of the Board and thanked Board members for their service. He stated that he will send a formal letter of resignation on December 17th.

M. Rogish made a motion to adjourn; seconded by S. Glessner; meeting adjourned 7:24 pm.

Respectfully submitted; Lynette Fleegle

The Next Meeting will be Jan. 19, 2023

The Zoom recording of this meeting will be posted on the SVDC website